

U. S. Securities and Exchange Commission

Washington, DC 20549

FORM 10-QSB

(Mark One)

☒ **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2001

☐ **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 01-16874

National Real Estate Limited Partnership Income Properties II

(Exact name of small business issuer as specified in its charter)

Wisconsin

39-1553195

(State or other jurisdiction of  
incorporation or organization)  
Number)

(I.R.S. Employer  
Identification

1155 Quail Court, Pewaukee, Wisconsin

53702-3703

(Address of principal executive offices)

(262) 695-1400

(Issuer's telephone number, including area code)

----- N/A -----

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Sections 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes   X   No

## NATIONAL REAL ESTATE LIMITED PARTNERSHIP INCOME PROPERTIES II

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**PART I. FINANCIAL INFORMATION****NATIONAL REAL ESTATE LIMITED PARTNERSHIP INCOME PROPERTIES II***(A Wisconsin Limited Partnership)***BALANCE SHEET***(Unaudited)*

	<b><u>March 31,</u></b> <b><u>2001</u></b>	<b><u>December 31,</u></b> <b><u>2000</u></b>
<b>ASSETS</b>		
Cash and cash equivalent	\$233,143	\$238,748
Escrow deposits and other assets	41,164	63,801
Investment properties, at cost		
Land	516,590	516,590
Buildings and improvements	<u>4,154,507</u>	<u>4,154,507</u>
	4,671,097	4,671,097
Less accumulated depreciation	<u>1,838,420</u>	<u>1,804,893</u>
	<u>2,832,677</u>	<u>2,866,204</u>
<i>Intangible Assets:</i>		
Debt issue costs, net of accumulated amortization of \$23,737 as of March 31, 2001 and \$20,790 as of December 31, 2000	<u>8,843</u>	<u>11,790</u>
	<u>\$3,115,827</u>	<u>\$3,180,543</u>
<b>LIABILITIES AND PARTNERS= CAPITAL</b>		
<i>Liabilities:</i>		
Accrued expenses and other liabilities	\$746	\$30,429
Accrued real estate tax	22,978	29,015
Tenant security deposits	26,250	27,189
Mortgage notes payable (Note 5)	523,086	525,294
Deferred Rent	<u>23,295</u>	<u>18,401</u>
	596,355	630,328
<i>Partners=Capital:</i>		
General Partners	55,147	53,070
Limited Partners	<u>2,464,325</u>	<u>2,497,145</u>
(authorized C 40,000 Interests; issued C 20,653.69 Interests)		

See notes to financial statements.

2,519,472	2,550,215
<u>\$3,115,827</u>	<u>\$3,180,543</u>

**NATIONAL REAL ESTATE LIMITED PARTNERSHIP INCOME PROPERTIES II**

*(A Wisconsin Limited Partnership)*

**Statement of Operations**

*(Unaudited)*

	<b>Three Months Ended March 31 ,</b>	
	<b><u>2001</u></b>	<b><u>2000</u></b>
<b>INCOME</b>		
Operating income	<u>\$186,120</u>	<u>\$187,496</u>
Total income	186,120	187,496
<b>OPERATING EXPENSES</b>		
Operating expenses	65,421	68,985
Administrative expenses	34,750	35,306
Depreciation and amortization	36,474	34,429
Interest expense	<u>10,968</u>	<u>11,174</u>
Total expenses	<u>147,613</u>	<u>149,894</u>
<b>Income from Operations</b>	<u>38,507</u>	<u>37,602</u>
<b>Other Income (Expenses):</b>		
Interest income	<u>3,038</u>	<u>6,976</u>
<b><i>Net Income</i></b>	<u><b>\$41,545</b></u>	<u><b>\$44,578</b></u>
Net Income attributable to General Partners (5%)	\$2,077	\$2,229
Net Income attributable to Limited Partners (95%)	\$39,468	\$42,349
Per Limited Partnership Interests outstanding	<u>\$1.91</u>	<u>\$2.05</u>

B20,653.69

*See notes to financial statements.*

**NATIONAL REAL ESTATE LIMITED PARTNERSHIP**  
**INCOME PROPERTIES II**  
**(A Wisconsin Limited Partnership)**  
**Statement of Changes in Partners' Capital**  
**(Unaudited)**  
**Three Months Ended March 31**

	<u>Limited Partners</u>	<u>General Partners</u>	<u>Total</u>
<b>March 31, 2001</b>			
Partners' Capital, beginning of period	\$2,497,145	\$53,070	\$2,550,215
Distributions	(72,288)	--	(72,288)
Net Income for the period	<u>39,468</u>	<u>2,077</u>	<u>41,545</u>
Partners' Capital, end of period	<u><u>\$2,464,325</u></u>	<u><u>\$55,147</u></u>	<u><u>\$2,519,472</u></u>
 <b>March 31, 2000</b>			
Partners' Capital, beginning of period	\$2,975,999	\$48,923	\$3,024,922
Distributions	(402,747)	--	(402,747)
Net Income for the period	<u>42,349</u>	<u>2,229</u>	<u>44,578</u>
Partners' Capital, end of period	<u><u>\$2,615,601</u></u>	<u><u>\$51,152</u></u>	<u><u>\$2,666,753</u></u>

*See notes to financial statements.*

**NATIONAL REAL ESTATE LIMITED PARTNERSHIP**  
**INCOME PROPERTIES II**

(A *Wisconsin Limited Partnership*)

**Statement of Cash Flows**

(Unaudited)

**Three Months Ended March 31**

	<b><u>2001</u></b>	<b><u>2000</u></b>
<b>Operating Activities:</b>		
Net income for the period	\$41,545	\$44,578
<i>Adjustments to reconcile net income to net cash provided by operating activities:</i>		
Depreciation	33,527	33,609
Amortization of debt issue costs	2,947	819
<i>Changes in operating assets and liabilities:</i>		
Escrow deposits and other assets	22,637	532
Deferred rent	4,894	8,088
Accrued expenses, other liabilities and accrued	(35,720)	2,264
Real estate taxes		
Tenant security deposits	<u>(939)</u>	<u>(741)</u>
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	68,891	89,149
<b>Investing Activity:</b>	0	0
<b>Financing Activities:</b>		
Distributions to partners	(72,288)	(402,747)
Payments on mortgage payable	<u>(2,208)</u>	<u>(2,001)</u>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<u>(74,496)</u>	<u>(404,748)</u>
<b>DECREASE IN CASH</b>	(5,605)	(315,599)
<b>Cash and cash equivalents at beginning of period</b>	<u>238,748</u>	<u>599,280</u>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<u>\$233,143</u>	<u>\$283,681</u>

*See notes to financial statements.*

## NATIONAL REAL ESTATE LIMITED PARTNERSHIP INCOME PROPERTIES-II

(A Wisconsin Limited Partnership)

### Notes to Financial Statements

(Unaudited)

March, 2001

1. In the opinion of the General Partners, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring accruals) which are necessary for a fair presentation. The statements, which do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements, should be read in conjunction with the National Real Estate Limited Partnership Income Properties-II annual report for the year ended December 31, 2000 (refer to the footnotes of those statements for additional details of the Partnership's financial condition). The operating results for the period ended March 31, 2001 may not be indicative of the operating results for the entire year.
2. National Real Estate Limited Partnership Income Properties-II (the Partnership) was organized under the Wisconsin Uniform Limited Partnership Act pursuant to a Certificate of Limited Partnership dated June 5, 1986, to acquire primarily existing commercial and residential real properties and hotels. John Vishnevsky and National Development and Investment, Inc., contributed the sum of \$1,000 to the Partnership as General Partners. The Limited Partnership Agreement authorized the issuance of 40,000 Limited Partnership Interests (the Interests) at \$250 per Interest with the offering period running from August 18, 1986 through August 18, 1988. On August 18, 1988, the Partnership concluded its offering and capital contributions totaled \$5,163,031 for 20,653.69 Limited Partnership Interests.

Pursuant to the Escrow Agreement with First Wisconsin Trust Company, Milwaukee, Wisconsin, until the minimum number of Interests (4,850) and investors (100) were subscribed, payments were impounded in a special interest-bearing escrow account. On February 2, 1987, the Partnership received the required minimum capital contributions and \$1,332,470, representing 5,329.88 Interests, and the funds were released to the Partnership.

3. **National Realty Management, Inc. (NRMI)**: The Partnership incurred property management fees of \$10,367 under an agreement with NRMI for the three month period ended March 31, 2001. The Partnership also incurred \$3,802 in the first three months of 2001 for the reimbursement of accounting and administrative expenses incurred by NRMI on behalf of the Partnership.

The Partnership subleases a portion of common area office space from NRMI under terms of a lease which expires on August 31, 2002. During the first three months of 2001, the Partnership incurred lease fees totaling \$1,861, which represents the Partnership's prorata portion, based upon space occupied, of NRMI's monthly rental obligation.

4. **National Development and Investment, Inc. (NDII)**: The Partnership incurred \$33,263 for the reimbursement of administrative expenses incurred by NDII on behalf of the Partnership for the first three months of 2001.
5. The mortgage note payable is secured by the Amberwood Apartments. The loan bears interest at a variable rate of interest (based on five year treasury securities) plus 2.25% adjusting to 2.35%

on May 1, 2002. Monthly payments of principal and interest are due based on a twenty five year amortization schedule, which also adjusts on May 1, 2002. All unpaid principal and interest is due on April 1, 2007. Maturities for the remainder of 2001 to 2004 are: \$6,046, \$8,971, \$9,765, and \$10,506 respectively. Maturities from 2005 and thereafter are \$487,798.

6. In 1992, the Partnership purchased 12 units of Amberwood Condominiums from National Real Estate Limited Partnership VI (NRELP VI), an affiliated partnership. The Partnership is contingently liable to pay NRELP VI proceeds from a future sale of the Amberwood Condominiums as set forth in a Future Interest Proceeds Agreement. Upon the future sale of Amberwood Condominiums, NRELP VI is entitled to receive 50% of the net sales price above \$57,500 per unit (reduced by normal selling costs) until the Partnership earns a cumulative return of 20% on its investment. After that, NRELP VI will receive 60% of the net sales price above \$57,500 per unit.

**NATIONAL REAL ESTATE LIMITED PARTNERSHIP INCOME PROPERTIES-II**  
**(A Wisconsin Limited Partnership)**  
**Management's Discussion and Analysis of**  
**Financial Condition and Results of Operations**  
**March 31, 2001**

The Partnership owns and operates two investment properties: a portion of Cave Creek Lock-It Lockers, containing 38,679 of 46,283 net rentable square feet, located in Phoenix, Arizona, and Amberwood Apartments, a 56-unit apartment complex in Holland, Michigan.

National Real Estate Limited Partnership Income Properties (ANRELP-IP®) owns the remaining portion of Cave Creek Lock-It Lockers. NRELP-IP is a Wisconsin limited partnership, affiliated with the General Partners.

Amberwood's average occupancy rate for the first quarter of 2001 was 95.39%. Cave Creek Lock-It Lockers' average occupancy during the same period was 90.88% based on net rentable square footage. During the comparable period in 2000, occupancy rates were 98.39% for Amberwood and 90.10% for Cave Creek Lock-It Lockers.

**Three Months Ended March 31, 2001 and 2000**

Partnership net income decreased \$3,033 from \$44,578 for the quarter ended March 31, 2000, to \$41,545 for the quarter ended March 31, 2001. The decrease was primarily attributed to a decrease in interest income of \$3,938.

Interest income decreased \$3,938 due to a significant reduction in funds carried in the money market. The reduced funds were the result of a large cash distribution paid in the first quarter of 2000 for the purpose of complying with the stipulation of settlement agreement. These distributions are required to be allocated 100% to the limited partners, as outlined in the prospectus.

The decrease in cash during the first quarter of 2001 was \$5,605, compared to the decrease in cash during the first quarter of 2000 of \$315,599. The difference of \$309,994 was due to, in part, the difference between distributions of \$402,747 in 2000 and \$72,288 in 2001, netted with a \$20,258 decrease in cash generated by operating activities.

Amortization of debt issue costs was re-evaluated at December 31, 2000, and the decision was made to fully amortize the remaining balance by December 31, 2001. As a result, amortization expense increased from \$819 in the first quarter of 2000, to \$2,947 in the first quarter of 2001, an increase of \$2,128 in amortization expense.

Cash provided by accrued expenses, other liabilities, and accrued real estate taxes decreased \$37,984 primarily due to \$29,902 in accounts payable existing at December 31, 2000 paid by March 31, 2001.

Cash provided by escrow deposits and other assets increased \$22,105 in the first quarter of 2001, compared to the first quarter 2000. This increase was due to the net effect of capitalization of \$6,764 in cost of property sales in 2001, and a \$23,216 reduction in the salary escrow account from December 31, 2000 to March 31, 2001, due to severance salaries paid in February of 2001 and funds subsequently released from escrow.

## **PART II. OTHER INFORMATION AND SIGNATURES**

### **Item 1. Legal Proceedings**

On May 25, 1999, the general partners, the property management company (NRMI), and other entities and individuals were named as defendants in a lawsuit (the “Vishnevsky Defendants”). The Partnership (along with another partnership, collectively the “Partnerships”) was not included in the original lawsuit but was later added to the action as a nominal defendant. The plaintiffs sought to have this action certified as a class action lawsuit. In the complaint, the plaintiffs alleged wrongdoing against the Vishnevsky Defendants in connection with two basic areas. First, allegations involving various vote solicitations alleged by the plaintiffs to be an effort to perpetuate the Partnerships and avoid liquidation. Second, allegations involving the taking and use of Partnership funds and property, including excessive fees and unauthorized expenses. On March 14, 2000, the parties to the litigation with the exception of the defendant Wolf & Company entered into a Stipulation of Settlement.

Based upon the Stipulation, on April 27, 2000, the Circuit Court of Waukesha County held a hearing which certified the case as a class action and approved terms of a settlement. The more significant terms of the Stipulation of Settlement are as follows:

An independent marketing agent (the “Partnerships’ Representative”) was appointed to market and sell the Partnership investment property (the “Property”). However, no offer to purchase the Property will be accepted without first obtaining approval from a majority interest of the limited partners. Final distributions of the net proceeds received from a sale of the Property will be made in accordance with the terms of the Partnership’s limited partnership agreement and prospectus, and upon providing 20-day notice to the plaintiff’s attorney. Net proceeds will first be applied to pay plaintiffs’ counsel’s legal fees, expenses and costs, with interest thereon. The Partnerships’ Representative has prepared and distributed an Offering Memorandum for marketing the Property.

Interim distributions to limited partners will continue to be made in accordance with the limited partnership agreement. However, upon final approval of the Settlement, distributions were increased to the extent that sufficient reserves were established to support normal partnership operations and the wind-up of Partnership affairs upon the sale of the Property. Any such additional distributions were made within 30 days of the final approval of the Settlement.

NRMI and the general partners shall continue to provide management and consulting services to the Partnership on the same terms and conditions currently provided under existing contracts until the Property is sold and assets liquidated and the Partnership entity dissolved. NRMI will also be the listing broker for the sale of the Property.

The plaintiffs’ claims made against NRMI, the general partners, and other related parties for excessive charging of expenses to the Partnerships, including the Partnership, will be settled through binding arbitration. Any such expenses disallowed through arbitration shall be reimbursed to the Partnerships.

At the April 27, 2000 hearing, the lawsuit was certified as a non-opt out class action, in which all limited partners of the Partnership other than the Vishnevsky Defendants are required to be included in the settlement of this litigation. Furthermore, the Court ruled that plaintiffs' counsel's attorneys fees would be equal to one-third of the difference between the secondary market value of the Partnership interests and the total funds available for distribution to the limited partners after payment of all Partnership obligations. The Court allowed the Vishnevsky Defendants sixty days thereafter to present their evidence regarding secondary market value.

On June 20, 2000, the Court entered a judgment based upon its April 27th decision. Thereafter, on July 21, 2000, the Court held a hearing on the plaintiffs' Motion for Enforcement of the Court Approved Settlement and in Support of Sanctions. The outcome of the hearing was that the Court granted sanctions totaling \$437,000.00 against the Vishnevsky Defendants and their counsel for delaying the appointment of the Partnerships' Representative and the arbitrators. The Court took under advisement the remaining open issue regarding the secondary market value for computing the plaintiffs' counsel's attorneys fees until the arbitration proceedings are completed and the Partnerships' properties are sold. A Motion for Reconsideration of the sanctions was filed with the Court and was denied on September 25, 2000. The Vishnevsky Defendants filed a motion with the Court to stay payment of the sanctions pending appeal. That motion was also denied.

On August 2, 2000, the Vishnevsky Defendants filed an appeal from that portion of the judgment determining the method for computing the plaintiffs' counsel's attorneys fees. On October 10, 2000 the Vishnevsky Defendants and their counsel filed a second appeal from the order granting the sanctions. A motion to consolidate the two appeals has been granted. No decision has been made in either appeal. The arbitration panel has been selected and discovery is proceeding. No date has been set for the arbitration hearing. Based on the events to date, it is not possible to determine the final outcome of the litigation, or the amount of any potential monetary impact to the Partnership. Therefore, no provision for any such financial impact arising from the lawsuit has been made in these financial statements.

**Item 2. Changes in Securities and Use of Proceeds**

None

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

None

**Item 5. Other Information**

None

**Item 6. Exhibits and Reports on Form 8-K**

None

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

National Real Estate Limited Partnership  
Income Properties-II  
\_\_\_\_\_  
(Registrant)

Date May 11, 2001

\_\_\_\_\_  
/S/John Vishnevsky  
John Vishnevsky  
President and Chief Operating and  
Executive Officer  
National Development and Investment, Inc.  
Corporate General Partner

Date May 11, 2001

\_\_\_\_\_  
/S/John Vishnevsky  
John Vishnevsky  
Chief Financial and Accounting Officer

Date May 11, 2001

\_\_\_\_\_  
/S/Stephen P. Kotecki  
Stephen P. Kotecki  
President  
EC Corp  
Corporate General Partner

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

National Real Estate Limited Partnership  
Income Properties II  
(Registrant)

Date May 11, 2001

\_\_\_\_\_  
John Vishnevsky  
President and Chief Operating and  
Executive Officer  
National Development and Investment, Inc.  
Corporate General Partner

Date May 11, 2001

\_\_\_\_\_  
John Vishnevsky  
Chief Financial and Accounting Officer

Date May 11, 2001

\_\_\_\_\_  
Stephen P. Kotecki  
President  
EC Corp  
Corporate General Partner